

Fill in this information to identify your case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF TEXAS

Case number (if known) _____ Chapter 11☐ Check if this an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>RIC (Lavernia) LLC</u>	
<hr/>		
2. All other names debtor used in the last 8 years <small>Include any assumed names, trade names and doing business as names</small>		
<hr/>		
3. Debtor's federal Employer Identification Number (EIN)	<u>00-0000000</u>	
<hr/>		
4. Debtor's address	Principal place of business <u>162 Cumberland Street, Suite 300</u> <u>Toronto, ON M5R 3N5</u> <u>CANADA</u> <small>Number, Street, City, State & ZIP Code</small> <u>Ontario</u> <small>County</small>	Mailing address, if different from principal place of business <hr/> <small>P.O. Box, Number, Street, City, State & ZIP Code</small> Location of principal assets, if different from principal place of business <u>Wilson County, Texas</u> <small>Number, Street, City, State & ZIP Code</small>
<hr/>		
5. Debtor's website (URL)	<u>None</u>	
<hr/>		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____	
<hr/>		

Debtor **RIC (Lavernia) LLC**
Name

Case number (if known)

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5313**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check **all** that apply:

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

If more than 2 cases, attach a separate list.

- ☒ No.
- ☐ Yes.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

Debtor **RIC (Lavernia) LLC**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☒ No
☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor
District

When

Relationship

Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No☐ Yes.

Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000☐ \$1,000,001 - \$10 million☐ \$500,000,001 - \$1 billion

Debtor	RIC (Lavernia) LLC	Case number (if known)	
	<small>Name</small>		
	<input type="checkbox"/> \$50,001 - \$100,000	<input type="checkbox"/> \$10,000,001 - \$50 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion
	<input checked="" type="checkbox"/> \$100,001 - \$500,000	<input type="checkbox"/> \$50,000,001 - \$100 million	<input type="checkbox"/> \$10,000,000,001 - \$50 billion
	<input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> More than \$50 billion

Debtor **RIC (Lavernia) LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **June 27, 2024**
MM / DD / YYYY**X /s/ Mary Gianfriddo**

Signature of authorized representative of debtor

Mary Gianfriddo

Printed name

Title **Authorized Representative****18. Signature of attorney****X /s/ Kyle S. Hirsch**

Signature of attorney for debtor

Date **June 27, 2024**

MM / DD / YYYY

Kyle S. Hirsch 24117262

Printed name

Bryan Cave Leighton Paisner LLP

Firm name

**Dallas Arts Tower
2200 Ross Avenue, Suite 4200W
Dallas, TX 75201**

Number, Street, City, State & ZIP Code

Contact phone **(214) 721-8000**Email address **kyle.hirsch@bclplaw.com****24117262 TX**

Bar number and State

RIC (LAVERNIA) LLC

Officer's Certificate

June 27, 2024

I, Mary Gianfriddo, do hereby certify, on behalf of RIC (Lavernia) LLC, a Texas limited liability company, and not individually, that I am a duly appointed and acting officer of Romspen (Reomaster II) Holdings Inc. ("Managing Member"), the sole member and managing member of RIC (Lavernia) LLC, and that, as such, I am authorized to execute and deliver this certificate.

I further certify, on behalf of RIC (Lavernia) LLC and not individually, as of the date hereof, that attached hereto as Exhibit A is a true, correct, and complete copy of the resolutions duly adopted by the Managing Member pursuant to a duly held meeting. Such resolutions or any RIC (Lavernia) LLC action taken pursuant thereto have not been amended, superseded, modified, or rescinded, and such resolutions are in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand on the date first written above.

By: /s/ Mary Gianfriddo
Name: Mary Gianfriddo
Title: Authorized Representative,
RIC (Lavernia) LLC

EXHIBIT A

**RESOLUTIONS OF
THE MANAGING MEMBER
OF
RIC (LAVERNIA) LLC**

WHEREAS, the Managing Member of RIC (Lavernia) LLC, a Texas limited liability company (“**RIC**”), has (a) regularly and carefully reviewed the materials and other information presented by the management and advisors of RIC regarding its business conditions, its operations, its current and projected financial position, and other relevant information; (b) thoroughly evaluated the strategic alternatives, including a possible restructuring, available to RIC; (c) conferred extensively with the management and advisors of RIC regarding these matters; and (d) determined that the filing of a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**,” and such case, the “**Chapter 11 Case**”) is in the best interest of RIC, its creditors, its Member, and other interested parties.

CHAPTER 11 FILING

NOW THEREFORE, BE IT RESOLVED, that each of Richard Weldon, Mary Gianfriddo, Peter Oelbaum, and Joel Mickelson (each of the foregoing, but not all together, the “**Authorized Signatory**”) shall be, and hereby is, authorized to execute and to file on behalf of RIC, on or before July 2, 2024, a voluntary petition (the “**Petition**”) for relief under the Bankruptcy Code, in the United States Bankruptcy Court for the Western District of Texas, San Antonio Division (the “**Bankruptcy Court**”) or such other court as the Authorized Signatory shall determine to be appropriate, and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary to effect the foregoing, the performance of such acts to constitute conclusive evidence of the reasonableness, advisability, expedience, convenience, appropriateness, or necessity thereof.

RESOLVED FURTHER, that the Authorized Signatory shall be, and hereby is, authorized, directed, and empowered, in the name and on behalf of RIC, to: (a) execute, acknowledge, deliver, and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Authorized Signatory, in such person’s discretion, deems necessary, desirable, or appropriate to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver, verify, and file or cause to be filed all petitions, schedules, statements, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; (c) execute, acknowledge, deliver, and verify any and all other documents necessary, desirable, or appropriate in connection therewith and to administer the RIC Chapter 11 Case in such form or forms as any such Authorized Signatory may approve, and the actions of any Authorized Signatory taken pursuant to this resolution, including the execution, acknowledgment, delivery, and verification of the Petition and all ancillary documents and all other agreements, certificates, instruments, guaranties, notices, and other documents, shall be conclusive evidence of such Authorized Signatory’s approval and the necessity, desirability, or appropriateness thereof; and (d) take any action as may be deemed

necessary, desirable, or appropriate to carry out the intent of this resolution, including the filing of the Petition and any ancillary documents.

RESTRUCTURING PROFESSIONALS

RESOLVED FURTHER, that the Authorized Signatory shall be, and hereby is, authorized, directed, and empowered, in the name and on behalf of RIC, to retain: (a) Bryan Cave Leighton Paisner LLP (“**BCLP**”), as lead counsel; and (b) such additional professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants, agents, or brokers (together with the foregoing identified firms, the “**Restructuring Professionals**”), as in the Authorized Signatory’s judgment may be necessary, desirable, or appropriate in connection with the RIC Chapter 11 Case and other related matters, on such terms as such Authorized Signatory shall approve and such Authorized Signatory’s retention thereof to constitute conclusive evidence of such Authorized Signatory’s approval and the necessity, desirability, or appropriateness thereof.

RESOLVED FURTHER, that the law firm of BCLP and any additional special or local counsel selected by the Authorized Signatory, if any, shall be, and hereby are, authorized, empowered, and directed to represent RIC, as a Debtor and Debtor-in-Possession, in connection with any Chapter 11 Case commenced by or against RIC under the Bankruptcy Code.

RESOLVED FURTHER, that, in addition to the specific authorizations heretofore conferred upon the Authorized Signatory, the Authorized Signatory shall be, and hereby is, authorized, directed, and empowered, in the name and on behalf of RIC, as a Debtor and Debtor-in-Possession, with full power of delegation, to take or cause to be taken any and all such further actions and to execute and deliver or cause to be executed or delivered, and to amend, supplement, or otherwise modify from time to time, any and all such agreements, documents, certificates, instruments, statements, notices, undertakings, amendments, and other writings, and to incur and to pay or direct payment of all such fees and expenses, including filing fees, as in the judgment of the Authorized Signatory shall be necessary, desirable, or appropriate to effectuate the purpose and intent of any and all of the foregoing resolutions adopted herein.

RESOLVED FURTHER, that all acts lawfully done or actions lawfully taken by any Authorized Signatory, or at the direction of an Authorized Signatory, or by any of the Restructuring Professionals at the direction of the Authorized Signatory, in connection with the Chapter 11 Case or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of RIC.

RESOLVED FURTHER, that any and all lawful actions done and transactions undertaken by the Authorized Signatory, or at the direction of the Authorized Signatory, for and on behalf and in the name of RIC with respect to any transactions contemplated by the foregoing resolutions before the adoption of the foregoing resolutions be, and they hereby are, ratified, authorized, approved, adopted, and consented to in all respects for all purposes.

RESOLVED FURTHER, that the officers and any Authorized Signatory hereby are authorized and directed to certify and/or attest these resolutions, and such other documents or instruments that RIC may deem necessary or appropriate in connection with the foregoing matters; provided,

however, that such certification and/or attestation shall not be required for any document, instrument, or agreement to be valid and binding on RIC.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of June, 2024.

By: /s/ Mary Gianfriddo
Name: Mary Gianfriddo
Title: Vice President
Romspen (Reomaster II) Holdings Inc.

Fill in this information to identify the case:

Debtor name RIC (Lavernia) LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TEXAS

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 27, 2024

X /s/ Mary Gianfriddo

Signature of individual signing on behalf of debtor

Mary Gianfriddo

Printed name

Authorized Representative

Position or relationship to debtor

Fill in this information to identify the case:	
Debtor name	RIC (Lavernia) LLC
United States Bankruptcy Court for the:	WESTERN DISTRICT OF TEXAS
Case number (if known):	

☐ Check if this is an amended filing

Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders 12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
-NONE-						

**United States Bankruptcy Court
Western District of Texas**

In re **RIC (Lavernia) LLC**

Debtor(s)

Case No.

Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Romspen (Reomaster II) Holdings Inc. 162 Cumberland Street Suite 300 Toronto, Ontario, Canada M5R 3N5		100%	Sole Member

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Authorized Representative** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **June 27, 2024**

Signature **/s/ Mary Gianfriddo**

Mary Gianfriddo

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
Western District of Texas**

In re **RIC (Lavernia) LLC**

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **RIC (Lavernia) LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Romspen (Reomaster II) Holdings Inc.
162 Cumberland Street
Suite 300
Toronto, Ontario, Canada
M5R 3N5

☐ None [*Check if applicable*]

June 27, 2024

Date

/s/ Kyle S. Hirsch

Kyle S. Hirsch 24117262

Signature of Attorney or Litigant

Counsel for **RIC (Lavernia) LLC**

Bryan Cave Leighton Paisner LLP

Dallas Arts Tower

2200 Ross Avenue, Suite 4200W

Dallas, TX 75201

(214) 721-8000 Fax:(214) 721-8100

kyle.hirsch@bclplaw.com

**United States Bankruptcy Court
Western District of Texas**

In re **RIC (Lavernia) LLC**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Authorized Representative of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **June 27, 2024**

/s/ Mary Gianfriddo

Mary Gianfriddo/Authorized Representative

Signer/Title

Andres Cedillos
3951 FM 1303
Floresville, TX 78114

George H. Spencer, Jr.
Langley & Banack, Inc.
Trinity Plaza II, Seventh Floor
745 Mulberry
San Antonio, TX 78212

Internal Revenue Service
Centralized Insolvency Operations
Post Office Box 7346
Philadelphia, PA 19101-7346

John and Lori Daves
331 Story Drive
Buda, TX 78610

John Daves
The Daves Law Firm
3624 North Hills Drive
Suite B-100
Austin, TX 78731

Milestone Capital CRE 1, LLC
2704 Joanel Street
Houston, TX 77027

Office of the United States Trustee
615 E. Houston Street
Suite 533
San Antonio, TX 78205

Peter J. Stanton
The Law Offices of Peter J. Stanton
111 Soledad
Suite 470
San Antonio, TX 78205

The Wilson County Tax Collector
c/o Linebarger Goggan Blair & Sampson
Terrace 2
2700 Via Fortuna Drive, Suite 500
Austin, TX 78746

Wilson County Tax Collector
Attn: Dawn P. Barnett
1 Library Lane
Floresville, TX 78114